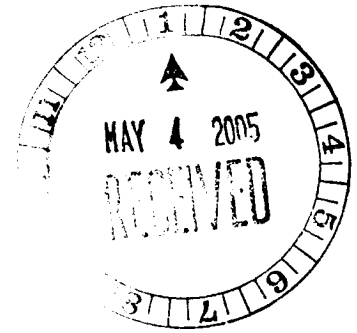


**JONES DAY**  
77 WEST WACKER  
CHICAGO, ILLINOIS 60601-1692  
TELEPHONE: 312-782-3939 • FACSIMILE: 312-782-8585



JP005057:lgk  
497400-004106

May 3, 2005

RECORDATION NO. 25571 FILE

MAY 4 '05

2-411-1

Mr. Vernon A. Williams, Secretary  
Surface Transportation Board  
1925 K Street, N.W.  
Washington, D.C. 20423-0001

**SURFACE TRANSPORTATION BOARD**

Re: OmniTrax Holdings, LLC

Dear Mr. Williams:

I am enclosing for recording pursuant to Section 11301 of Title 49 of the United States Code, two original copies of the Memorandum of Security Agreement (U.S. Subsidiaries), dated as of April 28, 2005, between the Grantors party hereto as listed below (each, a "Grantor"), and National City Bank of Midwest, as U.S. Agent (the "U.S. Agent") for the Secured Parties (as defined in the Security Agreement (U.S. Subsidiaries)).

The enclosed document is a primary document as defined in the Surface Transportation Board's Rules for the Recordation of Documents, and is a Memorandum of Security Agreement (U.S. Subsidiaries).

The names and addresses of the parties to the enclosed document are as follows:

Grantors: **Great Western Railway of Colorado, L.L.C.**  
950 Taylor Avenue  
Loveland, CO 80538  
Attention: Manager

**Georgia Woodlands Railroad, L.L.C.**  
210 Depot Street  
Washington, GA 30673  
Attention: Manager

**The Great Western Railway Company of Iowa, L.L.C.**  
200 29<sup>th</sup> Avenue  
Council Bluffs, IA 51501  
Attention: Manager

Mr. Vernon A. Williams, Secretary  
May 3, 2005  
Page 2

**Manufacturer's Junction Railway, L.L.C.**

2335 South Cicero Avenue  
Cicero, IL 60804  
Attention: Manager

**Panhandle Northern Railroad, L.L.C.**

100 East Grand  
Borger, TX 79007  
Attention: Manager

**The Newburgh & South Shore Railroad, LLC**

4200 East 71<sup>st</sup> Street  
Cleveland, OH 44105  
Attention: Manager

**Northern Ohio & Western Railway, L.L.C.**

525 Wall Street  
Tiffin, OH 44883  
Attention: Manager

**Chicago Rail Link, L.L.C.**

2728 E. 104<sup>th</sup> Street  
Chicago, IL 60617  
Attention: Manager

**OmniTRAX Leasing LLC**

**OmniTRAX Switching Services, L.L.C.**

**Quality Terminal Services, LLC**

**Quality Terminal Services of Illinois, LLC**

**OmniTRAX Locomotive Services, LLC**

252 Clayton Street, 4<sup>th</sup> Floor  
Denver, CO 80206  
Attention: Manager

**Alliance Terminal Railroad, LLC**

1801 Intermodal Parkway  
Halset, TX 76052  
Attention: Manager

Mr. Vernon A. Williams, Secretary  
May 3, 2005  
Page 3

**Fulton County Railway, LLC**  
600 Wilson Mill Road SW  
Atlanta, GA 30331  
Attention: Manager

**Kettle Falls International Railway, LLC**  
4<sup>th</sup> and Meyers Streets  
Kettle Falls, WA 99141  
Attention: Manager

**Alabama & Tennessee River Railway, LLC**  
3425 Forrest Avenue  
Gadsden, AL 35904  
Attention: Manager

U.S. Agent: **National City Bank of the Midwest**  
629 Euclid Avenue  
Cleveland, OH 44114  
Attention: Agent Services

The equipment covered by the aforesaid Memorandum of Security Agreement (U.S. Subsidiaries) consists of **all equipment now owned or hereafter acquired** by the Grantors.

A short summary of the document to appear in the index follows:

Memorandum of Security Agreement (U.S. Subsidiaries) between the grantors party thereto and National City Bank of the Midwest, as U.S. Agent, dated April 28, 2005, and covering all equipment now owned or hereafter acquired.

A fee of thirty-two dollars (\$32.00) is enclosed. Please time and date stamp the enclosed copy of the enclosed document along with the extra copy of this letter as proof of filing and recordation of the enclosed document and return the original and any extra copies of such document and this letter not needed by the Board for recordation to:

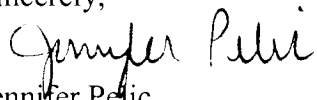
Jennifer Pelic  
Jones Day  
77 West Wacker Drive  
Chicago, Illinois 60601

JONES DAY

Mr. Vernon A. Williams, Secretary  
May 3, 2005  
Page 4

If you have any questions or need further information, please do not hesitate to contact the undersigned (312) 269-4376.

Sincerely,

  
Jennifer Pelic

Enclosures

CHH-1475132v1

MAY 04 '05

2-41 PM

## MEMORANDUM OF SECURITY AGREEMENT (U.S. SUBSIDIARIES)

SURFACE TRANSPORTATION BOARD

Memorandum of Security Agreement (U.S. Subsidiaries), made and entered into as of April 28, 2005 by and between the undersigned (collectively, the "Grantors") and National City Bank of the Midwest, as U.S. Agent ("U.S. Agent") for the Secured Parties (as defined in the Security Agreement (U.S. Subsidiaries)).

## WITNESSETH:

The undersigned have entered into that certain Security Agreement (U.S. Subsidiaries), dated as of April 28, 2005 (the "Security Agreement"), by which the Grantors have granted a security interest in *all equipment now owned or hereafter acquired* to the U.S. Agent in order to secure the Grantors' performance of their respective obligations as described in that certain Credit Agreement dated as of April 28, 2005.

IN WITNESS WHEREOF, the parties hereto have each caused this memorandum to be duly executed by their respective officers duly authorized as of the date and year first above written.

THE "GRANTORS"

OMNITRAX LEASING LLC  
GEORGIA WOODLANDS RAILROAD, L.L.C.  
THE GREAT WESTERN RAILWAY COMPANY  
OF IOWA, L.L.C.  
GREAT WESTERN RAILWAY OF COLORADO, L.L.C.  
MANUFACTURERS' JUNCTION RAILWAY, L.L.C.  
PANHANDLE NORTHERN RAILROAD, L.L.C.  
THE NEWBURGH & SOUTH SHORE RAILROAD, LLC  
NORTHERN OHIO & WESTERN RAILWAY, L.L.C.  
CHICAGO RAIL LINK, L.L.C.  
OMNITRAX SWITCHING SERVICES, L.L.C.  
QUALITY TERMINAL SERVICES, LLC  
QUALITY TERMINAL SERVICES OF ILLINOIS, LLC  
OMNITRAX LOCOMOTIVE SERVICES, LLC  
ALLIANCE TERMINAL RAILROAD, LLC  
FULTON COUNTY RAILWAY, LLC  
KETTLE FALLS INTERNATIONAL RAILWAY, LLC  
ALABAMA & TENNESSEE RIVER RAILWAY, LLC

By: 

Name: Dwight N. Johnson

Title: Manager

Executed on this 28 day of April, 2005

NATIONAL CITY BANK OF THE MIDWEST, AS  
U.S. AGENT

By   
Name: **Stephanie Pass**  
Title: **Senior Vice President**

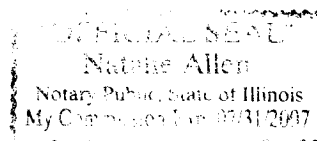
Executed on this 28<sup>th</sup> day of April, 2005

STATE OF ILLINOIS )  
 )  
 ) SS.:  
COUNTY OF Cook )

On this, the 28 day of April, 2005, before me, a Notary Public in and for said County and State, personally appeared Stephanie Pao, who being by me duly sworn, says that he is a Sr. Vice Pres of NATIONAL CITY BANK OF THE MIDWEST, that said instrument was signed on April 28, 2005 on behalf of said bank by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said bank.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Natalie Allen  
Name: Natalie Allen  
Notary Public  
My Commission Expires: 2/31/07  
Residing in Illinois



STATE OF Colorado )

) SS.:

COUNTY OF Denver )

On this, the 16<sup>th</sup> day of April, 2005, before me, a Notary Public in and for said County and State, personally appeared Dwight X. Johnson, who being by me duly sworn, says that he is the Manager of each of OMNITRAX LEASING LLC, GEORGIA WOODLANDS RAILROAD, L.L.C., THE GREAT WESTERN RAILWAY COMPANY OF IOWA, L.L.C., GREAT WESTERN RAILWAY OF COLORADO, L.L.C., MANUFACTURERS' JUNCTION RAILWAY, L.L.C., PANHANDLE NORTHERN RAILROAD, L.L.C., THE NEWBURGH & SOUTH SHORE RAILROAD, LLC, NORTHERN OHIO & WESTERN RAILWAY, L.L.C., CHICAGO RAIL LINK, L.L.C., OMNITRAX SWITCHING SERVICES, L.L.C., QUALITY TERMINAL SERVICES, LLC, QUALITY TERMINAL SERVICES OF ILLINOIS, LLC, OMNITRAX LOCOMOTIVE SERVICES, LLC, ALLIANCE TERMINAL RAILROAD, LLC, FULTON COUNTY RAILWAY, LLC, KETTLE FALLS INTERNATIONAL RAILWAY, LLC, AND ALABAMA & TENNESSEE RIVER RAILWAY, LLC, that said instrument was signed on April 8, 2005 on behalf of said limited liability companies by authority of their respective members, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said limited liability companies.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name: Elaine Musselman  
Notary Public  
My Commission Expires: May 17, 2008  
Residing in Denver, CO

ELAINE MUSSELMAN  
NOTARY PUBLIC  
STATE OF COLORADO